

KINDER MORGAN, INC.
Form 4
August 17, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GS ADVISORS V, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
KINDER MORGAN, INC. [KMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10282
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class P Common Stock	08/15/2012		M		26,249,532 (2)	A	(2) 26,487,948	I	See footnotes (1) (2) (3) (5)
Class P Common Stock	08/15/2012		M		6,491,549 (2)	A	(2) 32,979,497	I	See footnotes (1) (2) (3) (5)
Class P Common Stock	08/15/2012		S		32,741,081 (2)	D	\$ 34.51 238,416 (3)	I	See footnotes (1) (2) (3) (4) (5)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Class A Common Stock, Series A-1	(2)	08/15/2012		M	31,560,758	(2) (2)	Class P Common Stock 26,249, (2)
Class A Common Stock, Series A-2	(2)	08/15/2012		M	7,816,658	(2) (2)	Class P Common Stock 6,491,5 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GS ADVISORS V, L.L.C. 200 WEST STREET NEW YORK, NY 10282	X	X		
GSCP VI Offshore Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		
GS Advisors VI, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		
GS Infrastructure Advisors 2006 L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		
GSCP KMI Advisors, L.L.C. 200 WEST STREET		X		

NEW YORK, NY 10282

GSCP V ADVISORS, L.L.C.

200 WEST STREET

NEW YORK, NY 10282

X

GSCP VI Advisors, L.L.C.

200 WEST STREET

NEW YORK, NY 10282

X

GS KMI Advisors, L.L.C.

200 WEST STREET

NEW YORK, NY 10282

X

GS CAPITAL PARTNERS V GMBH & CO. KG

200 WEST STREET

NEW YORK, NY 10282

X

GSCP V GmbH Knight Holdings

200 WEST STREET

NEW YORK, NY 10282

X

Signatures

/s/ Yvette Koscic,

Attorney-in-fact

08/17/2012

__Signature of Reporting Person

Date

/s/ Yvette Koscic,

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/s/ Yvette Kosic,
Attorney-in-fact

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Date

/s/ Yvette Kosic,
Attorney-in-fact

08/17/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) See Exhibit 99.1 for text of footnote (1).

(2) See Exhibit 99.1 for text of footnote (2).

(3) See Exhibit 99.1 for text of footnote (3).

(4) See Exhibit 99.1 for text of footnote (4).

(5) See Exhibit 99.1 for text of footnote (5).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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